



UNITED OROGEN LIMITED

ACN 115 593 005

Circular to Shareholders

including

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

The Annual General Meeting of United Orogen Limited

**to be held at The Goodearth Hotel, 195 Adelaide Terrace, Perth, Western Australia
on the 28th day of November 2012 commencing at 4:00pm (WST).**

This document should be read in its entirety. If after reading this circular to Shareholders, you have any questions or doubts as to how you should vote, you should contact your stockbroker, solicitor, accountant or professional adviser.

Corporate Directory

Directors Mr Zhukov Pervan MBBS (WA), FRACGP, FAICD
Chairman

Mr David Zohar BSc, DipEd
Director

Mr John Karajas BSc (Hons) MAIG
Director

Company Secretary Ms Shoshanna Zohar LLB (Hons)

Head Office Level 7, 231 Adelaide Terrace,
PERTH, WESTERN AUSTRALIA 6000
Phone: (08) 9225 4936
Fax: (08) 9225 6474
Website: www.uog.com.au

Registered Office Level 7, 231 Adelaide Terrace,
PERTH, WESTERN AUSTRALIA 6000

Auditors Rothsay Chartered Accountants
96 Parry Street
PERTH, WESTERN AUSTRALIA 6000

Share Registry Computershare Investor Services Pty Ltd
Level 2, 45 St Georges Terrace,
PERTH, WESTERN AUSTRALIA 6000

ASX Code UOG

Notice of Annual General Meeting

NOTICE IS GIVEN THAT the Annual General Meeting of the shareholders of United Orogen Limited (“the Company”) will be held at The Goodearth Hotel, 195 Adelaide Terrace, Perth, Western Australia on 28 November 2012 commencing at 4:00pm WST.

AGENDA

ORDINARY BUSINESS

Accounts and Reports

To receive and consider the balance sheet, income statement, statements of changes in equity and cash flows, and the reports of the directors and of the auditors for the year ended 30 June 2012.

1. Resolution 1 - Remuneration Report

To consider and, if thought fit, pass with or without amendment the following resolution as an ordinary resolution:

“To adopt the Remuneration Report, which forms part of the Director’s Report, for the year ending 30 June 2012.”

The vote on this resolution is advisory only and does not bind the directors of the Company.

2. Resolution 2 - Re-election of John Karajas as Director

To consider and if thought fit, pass with or without amendment the following resolution as an ordinary resolution:

“That Mr Karajas, who retires by rotation in accordance with the Company’s constitution, and being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company.”

OTHER BUSINESS

To deal with any other business, which may be brought forward in accordance with the Constitution and the Corporations Act.

“Snap-Shot” Time

The Corporations Act permits the Company to specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the meeting.

The Company’s directors have determined that all shares of the Company that are quoted on ASX at 4:00pm WST, 26 November 2012 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the shares at that time.

Notice of Annual General Meeting (Cont.)

PROXIES

Please note that:

- (a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion is not specified each proxy may exercise half of the votes.

The **enclosed** proxy form provides further details on appointing proxies and lodging proxy forms. The proxy form is to be used by shareholders who wish to appoint a representative (a proxy) to vote in their place. All shareholders are invited and encouraged to attend the meeting, or if they cannot attend, to send the Company a completed proxy form. Lodgement of a proxy form will not preclude a shareholder from attending and voting in person.

DATED: 12 October 2012

BY ORDER OF THE BOARD



Shoshanna Zohar
Company Secretary
United Orogen Limited

Explanatory Memorandum

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to a resolution.

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

The Remuneration Report is in the Directors Report section of the Company's Annual Report.

By way of summary, the Remuneration Report:

- a) explains the Company's remuneration policy and the process for determining the remuneration of its directors and executive officers;
- b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- c) sets out remuneration details for each director and each of the Company's executives named in the Remuneration Report for the financial year ended 30 June 2012.

The key management personnel of the Company (which includes each of the directors and executives named in the Company's 2012 Remuneration Report) and their closely related parties will not be able to vote as your proxy on Resolution 1 unless you tell them how to vote. If you intend to appoint a member of the key management personnel or one of their closely related parties as your proxy, please ensure that you direct them how to vote on Resolution 1.

If the Chairman of the meeting is appointed, or taken to be appointed, as a proxy, the shareholder can direct the Chairman of the meeting to vote for or against, or to abstain from voting on, Resolution 1 by marking the appropriate box opposite Resolution 1 on the proxy form. However, if the Chairman of the meeting is the proxy and the relevant shareholder does not mark any of the boxes opposite Resolution 1, the relevant shareholder will be deemed to have directed the Chairman to vote in favour of Resolution 1.

RESOLUTION 2 - RE-ELECTION OF JOHN KARAJAS AS DIRECTOR

Mr John Karajas - BSc (Hons) MAIG MPESA

Mr Karajas is an exploration geologist with over 30 years of experience in both the mining and oil industries. After graduating from the University of Western Australia with a BSc (Hons) in 1970, he gained his grounding in the mining industry by working for mining companies, Falconbridge, Anaconda and Hanna Mining. This period extended through to 1982 and was predominantly spent in Western Australia but included three years in Mt Isa. Commodities explored for include nickel, copper/lead/zinc, gold, phosphate, taconitic iron ore, tin/tantalite and lignite/oil shale. Between 1982 and 1985 he gained his initial experience in oil exploration by working for Eagle Corporation and IEDC (Australia). This period was spent in working on sedimentary basins in Western Australia and included basin studies, well-site geology, and other duties related to oil and gas exploration. From 1986 onwards, he has worked predominantly as a consultant/contract geologist for a wide range of mining and oil industry clients, both within Australia and abroad. He is currently a Member of the Australian Institute of Geoscientists.

The Board believes that Mr Karajas has performed the duties and responsibilities of a director diligently and professionally and in the best interests of all shareholders.

The Board, other than Mr Karajas, unanimously recommends the re-election of Mr Karajas.

Glossary

In this Circular, the following terms have the following meaning unless the context otherwise requires:

“ASX”	means ASX Limited (ABN 98 008 624 691).
“Board”	means board of Directors.
“Company”	means United Orogen Limited (ACN 115 593 005).
“Constitution”	means the constitution of United Orogen Limited.
“Corporations Act”	means the Corporations Act 2001 (Cth) and all regulations made pursuant to such legislation, as amended from time to time.
“Director”	means a director of the Company.
“Listing Rules”	means Listing Rules of ASX, as amended or replaced from time to time, except to the extent of any waiver by ASX.
“Shareholder”	means a member of the Company, as defined in the constitution of the Company.
“Shares”	means ordinary fully paid shares in the capital of the Company.
“WST”	means Western Standard Time.

Proxy Form

1 SHAREHOLDER »

Name, address and daytime telephone number of shareholder of United Orogen Limited

Name

Address

Daytime phone no.

Insert here the name of the person you wish to appoint as proxy;

shareholders cannot appoint themselves.

Name of proxy – please print

.....

If the Chairman of the meeting is appointed, or taken to be appointed, as a proxy, the shareholder can direct the Chairman of the meeting to vote for or against, or to abstain from voting on, Resolution 1 by marking the appropriate box opposite Resolution 1 on the proxy form.

If the Chairman of the meeting is the proxy and the relevant shareholder does not mark any of the boxes opposite Resolution 1, the relevant shareholder will be deemed to have directed the Chairman to vote in favour of Resolution 1.

The Chairman intends to vote for all resolutions for all undirected proxies.

2 APPOINTS »

If the Chair of the meeting is appointed as your proxy, please place a mark in the box. If you do not tick this box, please write the name of your proxy in the space to the right.

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

3 SIGNATURE OF SHAREHOLDER(S) »

All single or joint holders of shares must sign this form.

Signature

Signature

Signature

Date

or in the case of a company

The **COMMON SEAL** of the company is affixed in accordance with its constitution in the presence of/Executed by the company by its duly authorised officers in accordance with sub-section 127(1) of the Corporations Act 2001.*)
)
)
)

..... Signature of Director

..... Name of Director (Print)

..... Signature of Director/Secretary

..... Name of Director/Secretary (Print)

or signed by under Power of Attorney on behalf of the company.

* delete as appropriate

This proxy form must be signed by the shareholder and, in the case of joint shareholders, by each of the joint shareholders. In the case of a corporation, this proxy form must be executed in accordance with section 127 of the Corporations Act 2001. In the case of a Sole Director/Secretary company, please indicate "Sole Director". If this proxy form is signed under Power of Attorney the original Power of Attorney (or a copy certified as a true copy by statutory declaration) must be forwarded with the proxy form.

Proxy Form (Cont.)

4 PROXY'S VOTING INSTRUCTIONS (OPTIONAL) »

	FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
1. Remuneration report	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
2. Re-election of John Karajas	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

If you wish to direct your proxy how to vote, place a mark on the appropriate box. If a mark is placed in a box, your total shareholding will be voted in that manner. You may, if you wish, split your voting direction by inserting the number of shares you wish to vote in the appropriate box. The direction will be invalid if a mark is made against more than one box for a particular item, or, if you have split your direction, if the total shareholding shown in "FOR", "AGAINST", "ABSTAIN" and "PROXY'S DISCRETION" boxes is more than your total shareholding on the share register. Each person who attends the meeting is entitled to one vote only on a show of hands. A person who holds proxies for more than one shareholder cannot vote on a show of hands if he or she holds proxies directing him or her to vote both for and against a resolution.

5 APPOINTMENT OF A SECOND PROXY (OPTIONAL)

If you want to appoint two proxies you may state here the percentage of your voting rights applicable to this proxy form. If you do not specify a particular percentage, each proxy is entitled to exercise 50% of your voting rights applicable to this proxy form.

 %

A shareholder is entitled to appoint up to two persons (whether shareholders or not) to attend the meeting and vote as proxies. If you wish to appoint two proxies please either photocopy the proxy form or telephone Sherry Hingston on (08) 9225 4936 to obtain a second form. Both forms should be completed with the nominated percentage of your voting rights on each form. Please return the proxy forms together.

IMPORTANT INFORMATION

Deadline for Receipt of proxies To be effective, a completed proxy form together with the power of attorney (if any) under which it is signed, must be received by the Company at its registered office or Company office, Level 7, 231 Adelaide Terrace, Perth not less than 48 hours before the appointed time of the General Meeting ie. no later than 4:00pm WST on 26 November 2012.

Destination of Completed Proxy Form Once the Proxy Form is completed and all details checked by you, the form is to be sent or delivered to the Company's office at Level 7, 231 Adelaide Terrace, Perth WA 6000 or PO Box 3235, 249 Hay Street, East Perth 6892 or sent by facsimile to the registered office on (08) 9225 6474.

For Further Information If you need any further information about this form or attendance at the Company's General Meeting, please contact Shoshanna Zohar, Company Secretary or Sherry Hingston, General Office Manager on (08) 9225 4936.